

RECORDATION NO. **23890** FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.

MAR 8 '02 12-32 PM
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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

March 8, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Agreement, dated as of March 8, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: GATX Rail Holdings I, Inc.
500 West Monroe Street
Chicago, Illinois 60661

Lessee: GATX Financial Corporation
500 West Monroe Street
Chicago, Illinois 60661

A description of the railroad equipment covered by the enclosed document is:

One thousand five hundred and twenty-one (1521) railcars bearing GACX, GATX, GPFX, GPLX and TILX reporting marks and road numbers as set forth on Exhibit A attached to the Memorandum.

A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement.

Mr. Vernon A. Williams
March 8, 2002
Page 2

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23890 FILED

MAR 8 '02 12-32 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT

(GATX Rail No. 2002-1)

Memorandum of Equipment Lease Agreement (GATX Rail No. 2002-1) made and entered into as of March 8, 2002 by and between GATX Rail Holdings I, Inc., a Delaware corporation ("*Lessor*"), and GATX Financial Corporation, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (GATX Rail No. 2002-1) dated as of March 8, 2002 and Lease Supplement No. 1 thereto dated March 8, 2002 (collectively, the "*Lease*"), whereby the Lessor has leased to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on *Exhibit A* attached hereto, effective as of the date hereof and subject to the terms of the Lease.

* * *

IN WITNESS WHEREOF, the undersigned have each caused this Memorandum to be
duly executed as of the date and year first above written.

GATX RAIL HOLDINGS I, INC.,
as Lessor,

By: William J. Hasek
Name: WILLIAM J. HASEK
Title: VICE PRESIDENT & TREASURER

GATX FINANCIAL CORPORATION,
as Lessee

By: Brian A. Kenney
Name: BRIAN A. KENNEY
Title: VICE PRESIDENT - FINANCE, CFO

State of Illinois)
) ss:
County of Cook)

On this 5th day of March, 2002, before me personally appeared Brian A Kenney, to me personally known, who being duly sworn, stated that he is Vice President Finance, CFO of GATX Financial Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.




Notary Public

My Commission expires:

State of Illinois)
) ss:
County of Cook)

On this 5th day of March, 2002, before me personally appeared William J. Hasek, to me personally known, who being duly sworn, stated that he is Vice President, Treasurer of GATX Rail Holdings I, Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



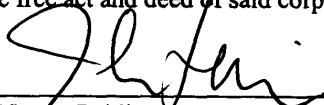

Notary Public

Exhibit A

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